

Law Offices of

**CHAPMAN AND CUTLER LLP**

Theodore S. Chapman  
1877-1943  
Henry E. Cutler  
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080  
Telephone (312) 845-3000  
Facsimile (312) 701-2361  
chapman.com

San Francisco  
995 Market Street  
San Francisco, CA 94105  
(415) 541-0500

Salt Lake City  
201 South Main Street  
Salt Lake City, UT 84111  
(801) 533-0066

December 27, 2007

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

RECORDATION NO. 19402-P FILE

DEC 27 '07 -8 C 0 AM

Re: Refinancing of SPT 1995-C Union Pacific Railroad Company  
Leveraged Lease Financing of Equipment

**SURFACE TRANSPORTATION BOARD**

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Memorandum of Trust Indenture Supplement No. 1 (SPT 1995-C), dated as of January 2, 2008, between U.S. Bank National Association (successor-in-interest to Shawmut Bank Connecticut, National Association), as owner trustee of the SPT 1995-C Trust (the "*Owner Trustee*"), and Wells Fargo Bank Northwest, N.A., as indenture trustee (the "*Indenture Trustee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (SPT 1995-C) dated as of April 28, 1995 between Union Pacific Railroad Company (successor to Southern Pacific Transportation Company), as Lessee and the Owner Trustee, as Lessor which was recorded (or a memorandum of which was recorded) with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on May 9, 1995 at 10:10 A.M. under recordation number 19402.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: U.S. Bank National Association  
225 Asylum Street, 3rd Floor  
Hartford, Connecticut 06103  
Attention: Corporate Trust Services (SPT 1995-C)

Indenture Trustee: Wells Fargo Bank Northwest, N.A.  
299 South Main Street, 12th Floor  
MAC: U1228-120 -  
Salt Lake City, Utah 84111  
Attention: Corporate Trust Department (SPT 1995-C)

Law Offices of  
CHAPMAN AND CUTLER LLP

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture Supplement No. 1 consists of 16 Remanufactured SD40M-2 Locomotives bearing the reporting mark and road number SP 8621 and the reporting marks and road numbers within the series UP 2694 through UP 2772, all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

*Memorandum of Trust Indenture Supplement No. 1 (SPT 1995-C).*

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson  
Michael D. Robson

MDR:kk  
Enclosures

**EXHIBIT A**

**UNITS**

EQUIPMENT		QUANTITY	REPORTING MARKS
Remanufactured	SD40M-2	16	SP 8621
Locomotives			UP 2694 - 2696
			UP 2698 - 2702
			UP 2765 - 2769
			UP 2771 - 2772

DEC 27 '07

-8 0 0 AM

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1  
(SPT 1995-C)**

**SURFACE TRANSPORTATION BOARD**

Memorandum of Trust Indenture Supplement No. 1 effective as of January 2, 2008, by and between U.S. Bank National Association (successor-in-interest to Shawmut Bank Connecticut, National Association), a national banking association, not in its individual capacity, but solely as Owner Trustee of the SPT 1995-C Trust, ("*Owner Trustee*") and Wells Fargo Bank Northwest, N.A., a national banking association, as Indenture Trustee (the "*Indenture Trustee*").

**WITNESSETH:**


1. The undersigned have entered into that certain Trust Indenture and Security Agreement (SPT 1995-C), dated as of January 2, 2008 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The Owner Trustee has entered into that certain Trust Indenture Supplement No. 1 (SPT 1995-C), dated January 2, 2008, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner  
Trustee of the SPT 1995-C Trust

By   
Name: Maryanne Y. Dufresne  
Title: Vice President

Executed on this 13 day of December, 2007.

WELLS FARGO BANK NORTHWEST, N.A., as  
Indenture Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of December, 2007.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee of the SPT 1995-C Trust

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of December, 2007.

WELLS FARGO BANK NORTHWEST, N.A., as Indenture Trustee

By H. Russell Hettinger  
Name: H. Russell Hettinger  
Title: Vice President


Executed on this 11<sup>th</sup> day of December, 2007.

STATE OF CONNECTICUT )  
 )  
COUNTY OF HARTFORD )

SS.:

On this, the 13<sup>th</sup> day of December, 2007, before me, a Notary Public in and for said County and State, personally appeared Maryanne Y. Dufresne, who being by me duly sworn, says that (s)he is the Vice President of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on December 13, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: KAREN R. FELT  
Notary Public NOTARY PUBLIC  
My Commission Expires: My Commission Expires 02/28/2009  
Residing in Middletown, CT

(SEAL)

STATE OF UTAH )  
 )  
COUNTY OF SALT LAKE )

SS.:

On this, the \_\_\_\_ day of December, 2007, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on December \_\_, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: \_\_\_\_\_  
Notary Public \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

(SEAL)

STATE OF CONNECTICUT     )  
                                      )  
COUNTY OF HARTFORD     )     SS.:

On this, the \_\_\_\_\_ day of December, 2007, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on December \_\_\_, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

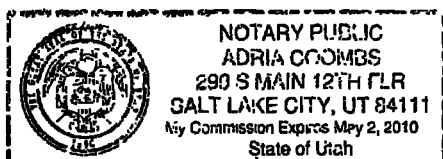
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF UTAH             )  
                                      )  
COUNTY OF SALT LAKE     )     SS.:

On this, the 11<sup>th</sup> day of December, 2007, before me, a Notary Public in and for said County and State, personally appeared H. Russell Hettinger, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on December 11, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Adria Coombs  
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_



**EXHIBIT A**

**UNITS**

EQUIPMENT		QUANTITY	REPORTING MARKS
Remanufactured	SD40M-2	16	SP 8621
Locomotives			UP 2694 - 2696
			UP 2698 - 2702
			UP 2765 - 2769
			UP 2771 - 2772

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/27/07



\_\_\_\_\_  
Robert W. Alvord